

04-16-2001



FEET
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To the Honorable Commissioner of Patents and Trademarks: please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Bohn, Inc.

3-29-01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Heatcraft Inc.
Internal Address: Highway 51 South
Street Address: _____
City: Grenada State: MS ZIP: 38901

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Mississippi
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s)
BOHN-KOTE Reg. No. 713,044
LO-AIRE Reg. No. 740,026
RADIAL-AIRE Reg. No. 873,420

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: W. Kirk McCord
Internal Address: P.O. Box 799900
Dallas, TX 75379-9900
Street Address: 2140 Lake Park Blvd.
City: Richardson State: TX ZIP: 75080

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):..... \$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

04/12/2001 DBYRNE 00000037 713044
01 FC:481 40.00 DP
02 FC:482 50.00 BP

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

W. KIRK MCCORD W. Kirk McCord 3-27-01
Name of Person Signing Signature Date

Total number of pages, including cover sheet: 1



Office of Secretary of State

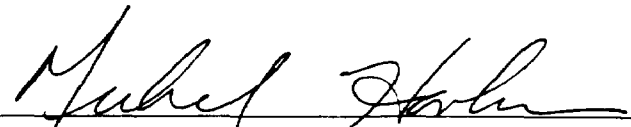
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP OF HEATCRAFT INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MISSISSIPPI, MERGING BOHN, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1990, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF MISSISSIPPI.

* * * * *



721024014


 Michael Harkins, Secretary of State

AUTHENTICATION: *2931909

DATE: 01/24/1991

NR ARTICLES OF MERGER OR SHARE EXCHANGE

PROFIT

250678

The undersigned corporations, pursuant to Section 79-4-11.05, as amended, hereby execute the following articles of merger and share exchange and set forth:

- 1. The names of the corporations are _____
 HEATCRAFT INC. (Mississippi Domestic)

 BOHN, INC. (Delaware Domestic)

The plan of merger or share exchange. (Attach page.)

3. (Mark appropriate box.)

(x) (a) Shareholder approval of the plan of merger was not required.

() (b) If approval of the shareholders of one or more corporations party to the merger or share exchange was required:

(i) the designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan as to each corporation were:

Name of Corporation	Designation	Number of outstanding shares	No. of votes entitled to be cast
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Time: 8:00 A.M. Ast
 Amount Received: _____
 \$ 50.00
 Filed: 4-24-90

 Secretary of State
 State of Mississippi

(ii) And either

a. the total number of votes cast for and against the plan by each voting group separately on the plan was:

Name of Corporation	Voting Group	Total Number of votes cast FOR the plan	Total Number of votes cast AGAINST the plan
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

3. The total number of undesignated votes cast for the plan separately by each voting group was

Voting Group	Total Number of Undesignated Votes Cast
_____	_____
_____	_____
_____	_____

and the number cast for the plan by each voting group was sufficient for approval by that voting group.

By: HEATCRAFT INC.
NAME OF CORPORATION
Richard W. Booth, Vice-President
PRINTED NAME/CORPORATE TITLE *Richard W. Booth*
SIGNATURE

By: BOHN, INC.
NAME OF CORPORATION
Richard W. Booth, President
PRINTED NAME/CORPORATE TITLE *Richard W. Booth*
SIGNATURE

By: _____
PRINTED NAME/CORPORATE TITLE SIGNATURE

NOTE

1. If shareholder approval is required, the plan must be approved by each voting group entitled to vote on the plan by a majority of all votes entitled to be cast by that voting group unless the Act or the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting.
2. The articles cannot be filed unless the corporation(s) has (have) paid all fees and taxes (and delinquencies) imposed by law.
3. The articles must be similarly executed by each corporation that is a party to the merger.

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), made and entered into as of the 10th day of February 1959, by and among Heatcraft, Inc., a Mississippi corporation ("Heatcraft"), Bohn, Inc., a Delaware corporation ("Bohn"), and Larkin, Inc., a Georgia corporation ("Larkin");

WITNESSETH:

WHEREAS, Heatcraft is the sole shareholder of Bohn and Larkin; and

WHEREAS, it is in the best interests of Heatcraft, Bohn, Larkin and the sole shareholder of Heatcraft that Bohn and Larkin each be merged with and into Heatcraft in accordance with the laws of the State of Mississippi;

NOW THEREFORE, in consideration of the premises, conditions, terms and provisions set forth in this Agreement, Heatcraft, Bohn and Larkin do hereby agree as follows:

ARTICLE I

MERGER OF BOHN AND LARKIN WITH AND INTO HEATCRAFT

Bohn and Larkin will each be merged with and into Heatcraft in accordance with the Mississippi Business Corporation Act (the "MBCA"), with the effective date (the "Effective Date") of such merger (the "Merger") to be the date of the acceptance for filing of this Agreement or Articles of Merger by the Secretary of State of Mississippi. Heatcraft will be the surviving corporation (the "Surviving Corporation," whenever reference is made to it as of the Effective Date or thereafter), which will continue both (i) to use its present corporate name and (ii) to be governed by and incorporated in accordance with the laws of the State of Mississippi.

ARTICLE II

EFFECT OF MERGER

The Merger shall in all respects have the effects provided for in Section 79-1-11.06 of the MBCA. On the Effective Date, the separate existences of Bohn and Larkin will cease and the Surviving Corporation will immediately (i) succeed, without other transfer, to all of the respective assets, properties, rights and

claims of Bohn and Larkin and (ii) be subject to all of the respective debts, obligations and liabilities of Bohn and Larkin, in the same manner and to the same extent as if such had been incurred by the Surviving Corporation itself. Neither the rights of the respective creditors of Bohn and Larkin nor any liens upon the respective assets or properties of Bohn or Larkin will be impaired by the Merger. Any lawsuit, proceeding or claim pending or existing by or against Bohn or Larkin may be prosecuted or continued as if the Merger had not occurred or, alternatively, the Surviving Corporation may be substituted for Bohn or Larkin, as applicable, with respect to any such lawsuit, proceeding or claim.

ARTICLE III

CONVERSION OF SHARES

On the Effective Date, (i) each share of Common Stock \$1.00 par value per share, of Bohn, which shall be outstanding immediately prior to the Effective Date, shall, by virtue of the Merger and without any further action on the part of any of the holders thereof or on the part of Bohn, be automatically cancelled and the holders of such cancelled capital stock shall not receive therefor any cash, property, shares, rights, securities or obligations of any corporation, (ii) each share of Common Stock \$1.00 par value per share, of Larkin, which shall be outstanding immediately prior to the Effective Date, shall, by virtue of the Merger and without any further action on the part of any of the holders thereof or on the part of Larkin, be automatically cancelled and the holders of such cancelled capital stock shall not receive therefor any cash, property, shares, rights, securities or obligations of any corporation, and (iii) each share of Common Stock, \$1.00 par value per share, of Heatcraft, which shall be outstanding immediately prior to the Effective Date, shall, until additional shares are issued in accordance with applicable law and the Articles of Incorporation of the Surviving Corporation, represent and continue to represent the capital stock of the Surviving Corporation.

ARTICLE IV

BOARD OF DIRECTORS AND SHAREHOLDER APPROVAL

This Agreement has been approved and adopted by resolutions of the respective boards of directors of Heatcraft, Bohn and Larkin by unanimous consent, each dated as of February 19, 1990. This Agreement shall be submitted separately to the sole shareholder of Bohn and Larkin, respectively, as provided by the

MBCA. If this Agreement is duly authorized and adopted by the requisite votes or written consents of Heatcraft as sole shareholder of Bohn and Larkin, respectively, this Agreement and/or Articles of Merger shall be executed, filed and recorded in accordance with the MBCA as soon as practicable after the last approval by such shareholder.

ARTICLE V

ARTICLES OF INCORPORATION

From and after the Effective Date and until thereafter amended in accordance with laws of the State of Mississippi, the Articles of Incorporation of Heatcraft as in effect immediately prior to the Effective Date shall be and continue to be the Articles of Incorporation of the Surviving Corporation.

ARTICLE VI

BYLAWS, OFFICERS AND DIRECTORS

The Bylaws of Heatcraft, as existing on the Effective Date of the Merger, will continue in full force and effect as the Bylaws of the Surviving Corporation, until such Bylaws are thereafter modified, amended or repealed in accordance with the laws of the State of Mississippi and the applicable provisions of such Bylaws. The present officers and directors of Heatcraft will continue after the Merger to serve as the officers and directors of the Surviving Corporation, until such time as the successor of each such officer or director is chosen and qualified or until his or her earlier death, resignation, retirement, disqualification or removal from office.

ARTICLE VII

AMENDMENTS

At any time prior to the filing of Articles of Merger referred to in Article I hereof with the Secretary of the State of Mississippi, the parties hereto may, by written agreement, approved by their respective Boards of Directors, amend any of the provisions of this Agreement; provided, however, that no such amendment which materially and adversely affects the rights of the respective shareholders of Bohn or Larkin shall be effective unless such amendment is first submitted to and approved by such shareholders.

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ARTICLE VIII

GOVERNING LAW

This Agreement and the transactions contemplated hereby shall be governed by the laws of the State of Mississippi.

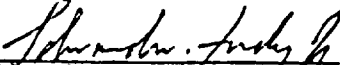
ARTICLE IX

SEPARATE MERGERS

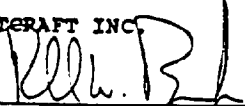
Notwithstanding anything else contained herein, the merger of Bohn with and into Heatcraft and the merger of Larkin with and into Heatcraft are independent transactions and may, at the sole option of Heatcraft, be effected separately.

IN WITNESS WHEREOF, Heatcraft, Bohn and Larkin have caused this Agreement to be executed on the date first above written.

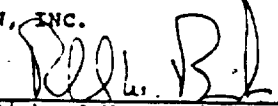
ATTEST:


Edward W. Fordyce, Jr.
Assistant Secretary

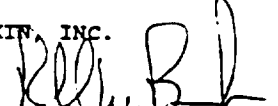
HEATCRAFT INC.

By: 
Richard W. Booth, Vice
President, Secretary and
Treasurer

BOHN, INC.

By: 
Richard W. Booth, President,
Secretary and Treasurer

LARKIN, INC.

By: 
Richard W. Booth, Vice
President, Secretary and
Treasurer

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